

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

ALAN R. KAHN, Derivatively on Behalf of  
CELERA CORPORATION,

Plaintiff,

v.

KATHY ORDONEZ, RICHARD H.  
AYERS, JEAN-LUC BELINGARD,  
WILLIAM G. GREEN, PETER BARTON  
HUTT, GAIL K. NAUGHTON, WAYNE I.  
ROE and BENNETT M. SHAPIRO,

Defendants,

and

CELERA CORPORATION,

Nominal Defendant.

Case No. C 10-02935 JW

STIPULATION CONSOLIDATING  
ACTIONS AND RELATED MATTERS AND  
[PROPOSED] ORDER THEREON

1 BETTY GREENBERG, Derivatively on  
2 Behalf of CELERA CORPORATION,

3 Plaintiff,

4 vs.

5 KATHY ORDOÑEZ, JOEL R. JUNG, UGO  
6 DEBLASI, RICHARD H. AYERS, WILLIAM  
7 G. GREEN, GAIL K. NAUGHTON, WAYNE  
8 I. ROE, JEAN-LUC BÉLINGARD, PETER  
9 BARTON HUTT, and BENNETT M.  
10 SHAPIRO,

11 Defendants,

12 and

13 CELERA CORPORATION, a Delaware  
14 corporation,

15 Nominal Defendant.  
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Case No. C 10-03029 JW

1 WHEREAS, there are presently two related shareholder derivative actions against certain of  
2 the officers and directors of Celera Corporation ("Celera") on file in this Court;

3 WHEREAS, in an effort to assure consistent rulings and decisions and the avoidance of  
4 unnecessary duplication of effort, all of the counsel for plaintiffs as well as counsel for nominal  
5 defendant Celera in the related Celera shareholder derivative actions currently on file in this Court  
6 enter into this stipulation. The counsel are: (1) Robbins Umeda LLP, Harold B. Obstfeld, P.C., and  
7 Gardy & Notis, LLP on behalf of plaintiff Alan R. Kahn; (2) Robbins Umeda LLP on behalf of  
8 plaintiff Betty Greenberg; and (3) Latham & Watkins LLP on behalf of nominal defendant Celera;

9 WHEREAS, plaintiffs and nominal defendant Celera agree that it would be duplicative and  
10 wasteful of the Court's resources for defendants named in plaintiffs' shareholder derivative actions  
11 to have to respond to the individual complaints prior to the agreed upon consolidation.

12 NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by plaintiffs and  
13 nominal defendant Celera, through their respective counsel of record, as follows:

14 1. The following actions are hereby related and consolidated for all purposes, including  
15 pre-trial proceedings and trial:

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Kahn v. Ordonez, et al.</i>	No. C 10-02935 EMC	July 2, 2010
<i>Greenberg v. Ordonez, et al.</i>	No. C 10-03029 BZ	July 9, 2010

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20 2. Every pleading filed in the consolidated action, or in any separate action included  
21 herein, shall bear the following caption:

22 UNITED STATES DISTRICT COURT  
23 NORTHERN DISTRICT OF CALIFORNIA  
24 SAN FRANCISCO DIVISION

24 **"In re Celera Corp. Derivative Litig." ) NO. CV 10-02935 JW**

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1           3.       The files of the consolidated action shall be maintained in one file under Master File  
2 No. C 10-02935 JW. **The Clerk shall close No. C 10-03029 JW.**

3           4.       Plaintiffs shall filed a Consolidated Complaint on or before **October 15, 2010.**

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7           Defendants shall respond to the operative complaint or Consolidated Complaint within  
8 sixty days after service, unless otherwise agreed by the parties or ordered by the Court. In the event  
9 that defendants file any motions directed at the operative complaint or Consolidated Complaint, the  
10 opposition and reply briefs shall be filed within sixty and thirty days, respectively, of the motions,  
11 unless otherwise agreed upon by the parties or ordered by the Court. Counsel agrees to confer to  
12 select a hearing date.

13          5.       All of the counsel for plaintiffs propose as follows:

14           a.       The Lead Plaintiffs for these consolidated actions are Alan R. Kahn and  
15 Betty Greenberg.

16           b.       The Co-Lead Counsel for plaintiffs for the conduct of these consolidated  
17 actions are:  
18

19                   Marc M. Umeda  
20                   George C. Aguilar  
21                   Julia M. Williams  
22                   ROBBINS UMEDA LLP  
23                   600 B Street, Suite 1900  
24                   San Diego, CA 92101  
25                   Telephone: (619) 525-3990  
26                   Facsimile: (619) 525-3991

27                   Mark C. Gardy  
28                   James S. Notis  
29                   Kelly A. Noto  
30                   GARDY & NOTIS, LLP  
31                   560 Sylvan Avenue  
32                   Englewood Cliffs, NJ 07632  
33                   Telephone: (201) 567-7377  
34                   Facsimile: (201) 567-7337

1 c. Plaintiffs' Co-Lead Counsel shall have sole authority to speak for plaintiffs in  
 2 matters regarding pre-trial procedure, trial, and settlement and shall make all work  
 3 assignments in such manner as to facilitate the orderly and efficient prosecution of  
 4 this litigation and to avoid duplicative or unproductive effort.

5 d. Plaintiffs' Co-Lead Counsel shall be responsible for coordinating all  
 6 activities and appearances on behalf of plaintiffs. No motion, request for discovery,  
 7 or other pre-trial or trial proceedings shall be initiated or filed by any plaintiff except  
 8 through plaintiffs' Co-Lead Counsel.

10 e. Plaintiffs' Co-Lead Counsel shall be available and responsible for  
 11 communications to and from this Court, including distributing orders and other  
 12 directions from the Court to counsel. Plaintiffs' Co-Lead Counsel shall be  
 13 responsible for creating and maintaining a master service list of all parties and their  
 14 respective counsel.


15 f. Defendants' counsel may rely upon all agreements made with plaintiffs' Co-  
 16 Lead Counsel, or other duly authorized representative of plaintiffs' Co-Lead  
 17 Counsel, and such agreements shall be binding on all plaintiffs.

19 6. Nominal defendant Celera takes no position as to the appointment of Lead Plaintiffs  
 20 or Co-Lead Counsel.

21 **The Court declines to adopt the remaining provisions of the parties' Stipulation.**

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 23 The parties shall appear for a Case Management Conference on **November 15, 2010 at 10**  
 24 **a.m.** On or before **November 5, 2010**, the parties shall file a Joint Case Management Statement  
 with their proposals as to how this case should proceed consistent with the PSLRA.

25  
 26 Dated: September 23, 2010

  
 JAMES WARE  
 United States District Judge